

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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IN RE SMITH BARNEY TRANSFER AGENT
LITIGATION

No. 05 Civ.7583 (WHP)

~~[PROPOSED]~~ ORDER RELATED TO NOTICE AND
ADMINISTRATION OF SETTLEMENT

WHEREAS, on October 7, 2013 the Court entered an Order Preliminarily Approving Settlement and Providing for Notice ("Preliminary Approval Order"), which, *inter alia*, preliminarily approved the settlement of the captioned action (the "Action") embodied in the Amended Stipulation of Settlement, dated, August 8, 2013, as further amended by letter agreement on September 24, 2013 (the "Settlement");

WHEREAS, the Preliminary Approval Order, among other things, authorized the the dissemination by mail, publication and internet of Notice of (I) Pendency of Class Action; (II) Proposed Settlement and Plan of Allocation; (III) Settlement Fairness Hearing; and (IV) Motion for an Award of Attorneys' Fees and Reimbursement of Litigation Expenses ("Notice"), set a deadline for class members ("Class Members," as defined in the Notice) to seek exclusion from the certified Class or object to the proposed Settlement, Plan of Allocation (as defined in the Notice), and/or application for attorneys' fees and expenses, and set a date for a Settlement Hearing;

WHEREAS, on March 6, 2014, the Court entered an Order Extending Certain Dates Related to the Settlement (“Order Extending Dates”) which, among other things, extended the time for Plaintiffs and RG/2 Claims Administration, LLC, the Court appointed claims administrator (“RG/2”), to continue efforts to provide Notice to to potential Class Members;

WHEREAS, on Septemebr 8, 2014, on consent of the parties in the Action, the Court suspended deadlines established in the Order Extending Dates with respect to the Settlement and set a pre-motion conference for October 8, 2014;

WHEREAS Defendant does not object to Plaintiffss application; and

WHEREAS, Plaintiffs are seeking additional time and an extension of other Settlement-related deadlines to obtain Class Member transaction records from brokers and other nominal holders to the extent reasonably possible for purposes of establishing a basis for additional claims and amending the Plan of Allocation, and to continue to disseminate Notice to Class Members when necessary to advance the foregoing purpose, and good cause for the additional time being shown;

IT IS HEREBY ORDERED THAT:

1. The Preliminary Approval Order and Order Extending Dates are amended as set forth below.
2. Nominees, brokers and other custodians (collectively, “Nominees”) who were previously provided with Notice by Plaintiffs and RG/2 and requested to forward a copy of the Notice to beneficial owners of the Smith Barney Funds, (defined below) are requested to send a further notice with respect to the Nominees (“Further Notice”), and are ordered to

produce to Plaintiffs' counsel and RG/2 documentation containing Class Member account transactional information for all transactions in the seventeen Smith Barney mutual funds (defined as the "Smith Barney Funds" or the "Funds" in the Notice) during the relevant periods (as identified in the Notice), to the extent necessary to allow the completion of Proof of Claim and Release Forms for Class Members or the development of an alternative or amended Plan of Allocation ("Transactional Records").

3. The Nominees shall confer in good faith with Plaintiffs' counsel and RG/2 regarding the provision of Transactional Records and shall be reimbursed for reasonable out of pocket expenses incurred during the provision of Transactional Records.
4. The Court will hold a pre-trial conference with the parties on (December 19 ~~18~~, 2014 at 10 am ~~pm~~). (or the next convenient date for the Court) to discuss a proposed amended Plan of Allocation and scheduling of Settlement Hearing and related dates.
5. No later than seven (7) days prior to the pre-trial conference referenced in ¶4, Plaintiffs' counsel shall submit a proposed amended Plan of Allocation based, in part, on the results of the Transactional Records obtained from Nominees. Plaintiffs' counsel shall promptly inform the Court if they are unable to submit a proposed amended Plan of Allocation in the time frame set forth herein.

SO ORDERED:


WILLIAM H. PAULEY III U.S.D.J.